

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:
DELPHI CORPORATION, et al,

Defendants.

Chapter 11
Case No: 05-44481 (RDD)
(Jointly Administered)

AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL¹

STATE OF CALIFORNIA }
COUNTY OF ORANGE } ss:

Robert E. Willyard, being duly sworn, deposes and says:

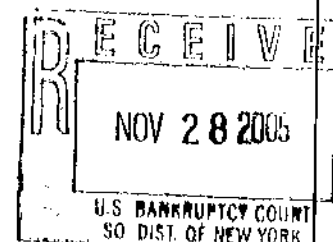
1. I am a principal of Law Offices of Robert E. Willyard, which firm maintains offices at 2940 East La Palma Avenue, Suite A, Anaheim, CA 92806.

2. Neither I, Robert E. Willyard, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Law Offices of Robert E. Willyard has represented and advised the Debtors in workers' compensation cases with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Law Offices of Robert E. Willyard has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Law Offices of Robert E. Willyard proposes, to render the following services to the Debtors: Workers' compensation defense.

¹Only applicable to attorneys rendering legal services to the Debtors.



1 5. Law Offices of Robert E. Willyard's current fees arrangement is by hourly rate.

2 6. Except as set forth herein, no promises have been received by Law Offices of
3 Robert E. Willyard or any partner, auditor or other member thereof as to compensation in
4 connection with these chapter 11 cases other than in accordance with the provisions of the
5 Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this
6 Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

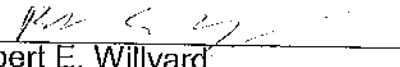
7 7. Law Offices of Robert E. Willyard has no agreement with any entity to share with
8 such entity any compensation received by Law Offices of Robert E. Willyard.

9 8. Law Offices of Robert E. Willyard and its partners, auditors, and other members
10 may have in the past represented, currently represent, and may in the future represent entities that
11 are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Law
12 Offices of Robert E. Willyard does not and will not represent any such entity in connection with
13 these pending chapter 11 cases and does not have any relationship with any such entity,
14 attorneys, or accountants that would be adverse to the Debtors or their estates.

15 9. Neither I, Robert E. Willyard, nor any partner, auditor or other member thereof,
16 insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors,
17 or their estates in the matter upon which Law Offices of Robert E. Willyard is to be engaged.

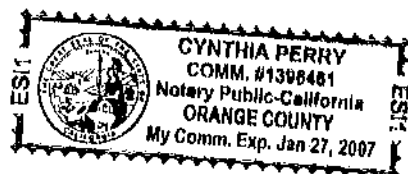
18 10. The foregoing constitutes the statement of Law Offices of Robert E. Willyard
19 pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and
20 2016(b).

21 FURTHER AFFIANT SAYETH NOT

22
23 
24 Robert E. Willyard
Law Offices of Robert E. Willyard

25 Subscribed and sworn before me
26 this 18th day of November, 2005.

27 
28 Notary Public



PROOF OF SERVICE - [C.C.P. 1013a]

STATE OF CALIFORNIA) In Re: Delphi Corporation, et al. (Ch. 11)
COUNTY OF ORANGE) Case No: 05-44481 (RDD)

I am employed in the county of Orange, state of California. I am over the age of 18 years and am not a party to the within action. My business address is 2940 E. La Palma Avenue, Ste. A, Anaheim, CA 92806.

On **November 21, 2005**, I served the foregoing document(s) described as:

AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL

on the parties in this action:

XXX by placing true copies thereof enclosed in a sealed envelope addressed as follows:

General Counsel
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098

John William Butler, Jr., Esq.
Skadden, Arps, Slate, Meagher & Flom
333 West Wacker Drive, Ste. 2100
Chicago, IL 60606

Alicia M. Leonhard, Esq.
U.S. Trustee
33 Whitahall Street, Ste. 2100
New York, NY 10044

United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004

Marissa Wesley, Esq.
Simpson, Thacher & Bartlett, LLP
425 Lexington Avenue
New York, NY 10017

Marlene Melican, Esq.
Davis, Polk & Wardell
450 Lexington Avenue
New York, NY 10017

Dolores Elizalde
Kayalyn A. Marafioti, Esq.
Thoma J. Matz, Esq.
Skadden, Arps, Slate, Negher & Flom, LLP
Four Times Square
New York, NY 10036

Mark A. Broude, Esq.
Latham & Watkins
885 Third Avenue
New York, NY 10022

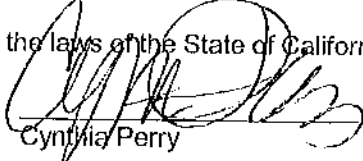
XXX BY MAIL

— I deposited such envelope in the mail at Anaheim, California. The envelope was mailed with postage thereof fully prepaid.

XXX I caused such envelope to be deposited in the mail at Anaheim, California. The envelope was mailed with postage thereof fully prepaid.

I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. It is deposited with the U.S. Postal Service on the same day in the ordinary course of business. I am aware that on a motion of party served, service is presumed invalid if postal cancellation date or postage meter date is more than 1 day after the date of deposit for mailing affidavit. Executed on **November 21, 2005**, at Anaheim, California.

XXX I declare under penalty of perjury under the laws of the State of California that the above is true and correct.


Cynthia Perry